

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

IN RE COVETRUS INC. DERIVATIVE
LITIGATION

This Document Relates To:

ALL ACTIONS

Lead Case No. 2:21-cv-00627-GRB-TAM
(Consolidated with 21-cv-01717-GRB-TAM)

**FILED
CLERK**

10:12 am, Jan 25, 2023

**U.S. DISTRICT COURT
EASTERN DISTRICT OF NEW YORK
LONG ISLAND OFFICE**

STIPULATION OF VOLUNTARY DISMISSAL AND [PROPOSED] ORDER

Pursuant to Rules 23.1(c) and 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, Plaintiffs Jack Garnsey and Kris Stegmann ("Plaintiffs"), nominal defendant Covetrus, Inc. ("Covetrus" or the "Company"), and individual defendants Benjamin Wolin, Philip A. Laskawy, Sandra L. Helton, Mark J. Manoff, Edward M. McNamara, Steven Paladino, Ravi Sachdev, Deborah G. Ellinger, Benjamin Shaw, Christine T. Komola, David E. Shaw, and Betsy Atkins (collectively, "Defendants," and together with Plaintiffs and Covetrus, the "Parties"), by and through their undersigned counsel, submit this stipulation and [proposed] order to voluntarily dismiss the above-captioned consolidated action without prejudice and state as follows:

WHEREAS, on February 10, 2022, Plaintiffs filed a verified consolidated stockholder derivative complaint (the "Complaint") on behalf of nominal defendant Covetrus and against certain of its current and former officers and directors (ECF No. 19);

WHEREAS, on March 4, 2022, the Court approved the Parties' stipulation staying this action until the close of all discovery in the related securities class action, captioned *City of Hollywood Police Officers Retirement System, et al. v. Henry Schein, Inc., et al.*, No. 2:19-cv-05530 (E.D.N.Y.) (see ECF No. 21);

WHEREAS, on or about October 13, 2022, Covetrus was acquired by certain funds and,

as a result of the transaction, is now a private company (the "Acquisition");¹

WHEREAS, because the Acquisition extinguished Plaintiffs' standing to continue to pursue the derivative claims on the Company's behalf, the Parties now stipulate to the voluntary dismissal of this action without prejudice as to Plaintiffs, Covetrus, and/or any other Covetrus stockholder; and

WHEREAS, the Parties respectfully submit that notice of this dismissal is unnecessary to protect the interests of Covetrus and its stockholders because (i) Covetrus is now a private company and (ii) there has been no settlement or compromise between the Parties.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties, through their undersigned counsel, pursuant to Rules 23.1(c) and 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure and subject to Court approval, as follows:

1. This action is dismissed in its entirety without prejudice.
2. Each party shall bear his, her, or its own costs, fees, and expenses, including attorneys' fees.

IT IS SO STIPULATED this 24th day of January, 2023.

/s/Benjamin I. Sachs-Michaels
Benjamin I. Sachs-Michaels
GLANCY PRONGAY & MURRAY LLP
745 Fifth Avenue, 31st Floor
New York, NY 10151
Tel: (212) 935-7400
Fax: (212) 753-3630
bsachsmichaels@glancylaw.com

/s/ Jamie Wine
Jamie L. Wine
Kevin M. McDonough
LATHAM & WATKINS LLP
1271 Avenue of the Americas
New York, NY 10020
Tel: (212) 906-1200
Fax: (212) 751-4864
jamie.wine@lw.com
kevin.mcdonough@lw.com

*Counsel for Covetrus, Inc., Benjamin Wolin,
Philip A. Laskawy, Sandra L. Helton, Mark J.*

¹ See <https://www.businesswire.com/news/home/20221013005626/en/Clayton-Dubilier-Rice-and-TPG-Complete-Acquisition-of-Covetrus>.

Robert V. Prongay
Pavithra Rajesh
GLANCY PRONGAY & MURRAY LLP
1925 Century Park East, Suite 2100
Los Angeles, California 90067
Telephone: (310) 201-9150
rprongay@glancylaw.com
prajesh@glancylaw.com

*Manoff, Edward M. McNamara, Steven
Paladino, Ravi Sachdev, Deborah G. Ellinger,
Benjamin Shaw, Christine T. Komola, David
E. Shaw, and Betsy Atkins*

Brian J. Robbins
Craig W. Smith
Shane P. Sanders
ROBBINS LLP
5060 Shoreham Place, Suite 300
San Diego, CA 92122
Telephone: (619) 525-3990
Facsimile: (619) 525-3991
brobbins@robbinsllp.com
csmith@robbinsllp.com
ssanders@robbinsllp.com

Co-Lead Counsel for Plaintiffs

Thomas G. Amon
LAW OFFICES OF THOMAS G. AMON
420 Lexington Avenue, Suite 1402
New York, NY 10170
Telephone: (212) 810-2430
tamon@amonlaw.com

Liaison Counsel for Plaintiffs

IT IS SO ORDERED:

Dated: January 25, 2023

/s/ Gary R. Brown

HONORABLE GARY R. BROWN
UNITED STATES DISTRICT JUDGE